



RECORDATION NO. 24034 FILED

JUN 19 '02 10-30 AM

SURFACE TRANSPORTATION BOARD



January 9, 2002

Vernon A. Williams, Secretary
SURFACE TRANSPORTATION BOARD
Washington, DC 20423

Dear Secretary:

I am enclosing herewith duplicate originals and one certified copy of the primary document, MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT, dated December 20, 2001, and more fully described below, to be recorded pursuant to Section 11301 of Title 49 of the U. S. Code.

The parties to the document are as follows:

Assignor –	Rio Grande Chemical Sales Company 901 Lindberg Mc Allen, TX 78501
Assignee –	Joseph Transportation Services, Inc. 300 Pike Street Cincinnati, Ohio 45202

The equipment covered by the assignment is 25 covered hopper railcars, bearing reporting marks RGCX 1118-1142 (inclusive).

A recording fee of \$28 is enclosed. After recording and affixing the file stamp notation, **please return both originals** to the following address, and retain the certified copy for STB files:

Rio Grande Chemical Sales Co., 901 Lindberg, McAllen, TX 78501

We propose the following document summary for the index:

Memorandum of Assignment & Assumption evidencing the assignment by Rio Grande Chemical (Assignor) to Joseph Transportation Services (Assignee) of that certain railcar lease agreement dated February 12, 1998 between Assignor and Lone Star Industries covering 25 railcars bearing reporting marks RGCX 1118-1142 (inclusive).

Please contact us at 956-686-2221 if you have any questions regarding this matter. Thank you.

Very truly yours,

RIO GRANDE CHEMICAL

Dorothy Thomas

DT:s

enclosures

1-800-822-RGCX

901 Lindberg • McAllen, Texas 78501 • (956) 686-2221 • fax 686-2223
E-mail: info@rgcx.com • Internet Web Page: <http://www.rgcx.com>

RECORDATION NO. 34034 FILED

DEC 19 '02 10:30 AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT** SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of December 18, 2001, by and between, **RIO GRANDE CHEMICAL SALES COMPANY**, a Texas Corporation ("Assignor") and, **JOSEPH TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated February 12, 1998, between Assignor, as Lessor, and Lone Star Industries, Inc. as Lessee, for twenty-five (25) railcars bearing the railroad reporting markings set forth on Schedule I.

2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of December 19, 2001.

Dec. 20, 2001

RIO GRANDE CHEMICAL SALES COMPANY

By: *Paul G. Veale, Jr.*

Name Paul G. Veale, Jr.

Title: President

JOSEPH TRANSPORTATION SERVICES, INC.

By: *Paul G. Jantsch*

Name: Paul G. Jantsch

Title: President

STATE OF TEXAS)
) SS:
COUNTY OF HIDALGO)

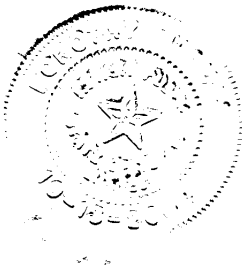
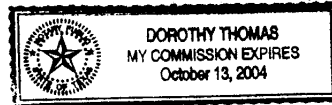
On this 20 day of December, 2001 before me the subscriber, Dorothy Thomas, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Veale, Jr., to me personally known, who stated and acknowledged that he is the president of Rio Grande Chemical Sales Company, a Texas corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20 day of December, 2001.

Dorothy Thomas
(Notary Signature)

My commission expires:

10-13-2004



STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 16th day of December, 2001, before me the subscriber, Barbara A. Bruzicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the President of Joseph Transportation Services, Inc., a Delaware corporation, and duly authorized by the corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 19th
day of December, 2001.

Barbara C. Meyer
(Notary Signature)

My commission expires:

February 20, 2006



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2008

SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

RAILCARS: Twenty-five (25) railcars bearing the reporting marks:

RGCX 1118-1142, inclusive.

LEASE: Dated February 12, 1998, between Rio Grande Chemical Sales Company and Lone Star Industries, Inc.